

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
W.R. GRACE & CO., <u>et al.</u> ,)	Case No. 01-1139 (KJC)
)	Jointly Administered
Reorganized Debtors.)	Objection Deadline: July 11, 2014 at 4:00 p.m.
)	Hearing: October 14, 2014 at 10:00 a.m.

**FOURTH QUARTERLY AND FINAL FEE APPLICATION OF ORRICK,
HERRINGTON & SUTCLIFFE LLP AS BANKRUPTCY CO-COUNSEL TO
DAVID T. AUSTERN, FORMER ASBESTOS PI FUTURE CLAIMANTS'
REPRESENTATIVE, AND ROGER FRANKEL, SUCCESSOR ASBESTOS PI FUTURE
CLAIMANTS' REPRESENTATIVE, FOR COMPENSATION OF
SERVICES RENDERED AND REIMBURSEMENT OF ACTUAL AND
NECESSARY EXPENSES INCURRED FOR THE FOURTH QUARTERLY PERIOD
FROM JANUARY 1, 2014 THROUGH FEBRUARY 3, 2014 AND THE FINAL FEE
PERIOD FROM FEBRUARY 6, 2006 THROUGH FEBRUARY 3, 2014**

Pursuant to 11 U.S.C. §§ 330, 331, and 503 of the United States Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), Orrick, Herrington & Sutcliffe LLP (“Orrick”), as bankruptcy co-counsel to David T. Austern, the former asbestos personal injury future claimants’ representative, and Roger Frankel, the successor asbestos personal injury future claimants’ representative, hereby submits this combined fourth quarterly and final fee application (collectively, the “Final Fee Application”) for final allowance of (i) compensation for professional services rendered by Orrick and reimbursement of actual and necessary expenses incurred during the fourth quarterly period from January 1, 2014 through February 3, 2014 (the “Fourth Quarterly Period”) in the amount of \$196,364.25 in fees and \$9,728.20 in expenses; and (ii) compensation for professional services rendered by Orrick and reimbursement of actual and

necessary expenses incurred from February 6, 2006 through February 3, 2014 (the “Final Fee Period”) in the amount of \$27,004,456.50 in fees and \$2,168,891.33 in expenses, for a total award of \$29,173,347.83. In support of this Final Fee Application, Orrick respectfully represents as follows:

Jurisdiction

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 157 and 1334.

This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory and legal predicates for relief sought herein are Sections 330, 331, and 503 of the Bankruptcy Code, Rule 2016 of the Bankruptcy Rules, and Rule 2016-2 of the Local Rules.

Factual Background of the Chapter 11 Cases

A. The Chapter 11 Cases

2. On April 2, 2001, W.R. Grace & Co. and certain of its affiliates (collectively, the “Debtors”) each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (collectively, the “Chapter 11 Cases”).

3. After years of litigation and negotiation, the Debtors filed the First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of W. R. Grace & Co., et al., the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants’ Representative, and the Official Committee of Equity Security Holders as modified through December 23, 2010 (as amended from time to time, the “Plan”).

4. This Court confirmed the Plan by order entered January 31, 2011 [Dkt. No. 26155] (the “Confirmation Order”). The Confirmation Order was appealed to the United States District Court for the District of Delaware [Case No. 11-199 (lead case)], which confirmed the Plan by

order issued January 30, 2012 [Dkt. No. 166]. On June 11, 2012, the District Court issued an Amended Memorandum Opinion [Dkt. No. 217] and Amended Order [Dkt. No. 218] clarifying and expanding the discussion in its prior opinion and, once more, overruling all objections and confirming the Plan in its entirety.

5. Five parties appealed the District Court's orders confirming the Plan. The United States Court of Appeals for the Third Circuit affirmed the District Court's rulings in four of the five appeals. The parties resolved the fifth appeal in a settlement approved by this Court [Dkt. No. 31604], and the Third Circuit then entered an order dismissing that appeal [3d Cir., Case No. 12-1402, Feb. 3, 2014]. The Plan became effective on February 3, 2014 (the "Effective Date") [Dkt. No. 31732].

B. The Appointment of the Former FCR, the Successor FCR, and Orrick as Bankruptcy Counsel

6. On May 24, 2004, the Court appointed David T. Austern as the legal representative for future asbestos personal injury claimants in these Chapter 11 Cases (the "Former FCR"). The Former FCR served as the asbestos personal injury future claimants' representative in these Chapter 11 Cases until his death on May 16, 2013.

7. In 2006, the Former FCR sought and received Court approval to retain Orrick as his bankruptcy counsel, effective as of February 6, 2006. Orrick served as the Former FCR's bankruptcy counsel from February 6, 2006 until the time of his death on May 16, 2013.

8. Following the Former FCR's death, the Court appointed Roger Frankel as the successor asbestos personal injury future claimants' representative in these Chapter 11 Cases (the "Successor FCR"), effective as of May 16, 2013. The Successor FCR sought and received Court approval to continue to retain Orrick as his bankruptcy counsel, effective as of May 16, 2013. [Employment Application, Dkt. No. 30718; Approval Order, Dkt. No. 30902]. Orrick served as

bankruptcy counsel to the Successor FCR from May 16, 2013 through February 3, 2014. Accordingly, this Final Fee Application covers the period from February 6, 2006 through February 3, 2014.

Orrick's Monthly and Quarterly Fee Applications

9. The Administrative Order¹ in these Chapter 11 Cases approved and set forth certain procedures for the interim and monthly payment of professional fees and reimbursement of expenses, subject to final approval of the Court. Pursuant to the Administrative Order, Orrick filed with the Court, and served on the required parties, monthly and quarterly fee applications for the period February 6, 2006 through February 3, 2014.

10. As of May 9, 2014, the Debtors had paid to Orrick, pursuant to the Administrative Order, eighty percent (80%) of its professional fees and one hundred percent (100%) of its expenses itemized in Orrick's monthly fee applications from the time period February 6, 2006 through September 30, 2013, as well as the twenty percent (20%) fee holdbacks as allowed by the Court's Orders, for a total payment of \$28,624,511.93. Orrick has also received payment from the Debtors in connection with its quarterly fee application for the period October 1, 2013 through February 3, 2014, in the amount of \$424,918.20 (80% fees) and \$17,688.15 (100% expenses). Accordingly, an aggregate amount of \$106,229.55² remains due and owing from the Debtors to Orrick.

¹ The "Administrative Order" refers collectively to the Amended Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, signed April 17, 2002 [Dkt. No. 1949] and the Administrative Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Allowance and Payment of Monthly Interim Compensation and Reimbursement of Expenses of Professionals, entered May 3, 2001 [Dkt. No. 198].

² \$106,229.55 is calculated as follows: \$66,956.70 (20% fee holdback for October 1, 2013-December 31, 2013) plus \$39,272.85 (20% fee holdback for January 1, 2014-February 3, 2014).

**Request for Approval of Compensation and Reimbursement
Of Expenses for the Fourth Quarterly Period and Final Fee Period**

11. By this Final Fee Application, Orrick respectfully requests that the Court award final compensation for services rendered and reimbursement of expenses incurred in connection with Orrick's service as bankruptcy co-counsel during the Final Fee Period, in the aggregate amount of \$27,004,456.50 in fees and \$2,168,891.33 in expenses, for a total award of \$29,173,347.83.

12. In support of this Final Fee Application, Orrick incorporates herein by reference its quarterly fee applications for the periods February 6, 2006 through February 3, 2014. Below is a summary of same:

Application		Requested Fees and Expenses		Approved/Paid Fees and Expenses as of May 9, 2014		Amounts Outstanding	Approval Order
Dated Filed (DI No.)	Period Covered	Requested Fees	Requested Expenses	Approved/ Paid Fees	Approved/ Paid Expenses	Fees/ Expenses	Dated Filed (DI No.)
Bankruptcy Co-Counsel to David T. Austern, Former FCR							
6/29/06 D.I. 12731 (1 st Quarterly)	1/1/06-3/31/06	\$206,292.25	\$7,501.32	\$206,292.25	\$7,501.32	\$0.00	9/26/06 D.I. 13298
8/21/06 D.I. 13027 (2 nd Quarterly)	4/1/06-6/30/06	\$456,045.25	\$14,568.92	\$456,045.25	\$14,568.92	\$0.00	12/19/06 D.I. 14069
11/16/06 D.I. 13686 (3 rd Quarterly)	7/1/06-9/30/06	\$558,019.75	\$25,651.67	\$558,019.75	\$25,651.67	\$0.00	3/30/07 D.I. 15044
2/21/07 D.I. 14630 (4 th Quarterly)	10/1/06-12/31/06	\$841,070.00	\$98,378.95	\$829,995.50	\$97,603.44	\$0.00	6/20/07 D.I. 16105
8/9/07 D.I. 16516 (5 th Quarterly)	1/1/07-3/31/07	\$1,098,668.00	\$57,670.14	\$1,098,668.00	\$56,678.49	\$0.00	9/25/07 D.I. 16916
11/5/07 D.I. 17290 (6 th Quarterly)	4/1/07-6/30/07	\$1,021,931.50	\$168,071.15	\$1,011,439.00	\$168,071.15	\$0.00	12/13/07 D.I. 17629
1/11/08 D.I. 17801 (7 th Quarterly)	7/1/07-9/30/07	\$1,318,928.25	\$506,330.27	\$1,318,928.25	\$494,922.82	\$0.00	3/12/08 D.I. 18270

Application		Requested Fees and Expenses		Approved/Paid Fees and Expenses as of May 9, 2014		Amounts Outstanding	Approval Order
Dated Filed (DI No.)	Period Covered	Requested Fees	Requested Expenses	Approved/ Paid Fees	Approved/ Paid Expenses	Fees/ Expenses	Dated Filed (DI No.)
4/29/08 D.I. 18631 (8 th Quarterly)	10/1/07-12/31/07	\$2,577,801.25	\$276,906.50	\$2,577,801.25	\$271,707.53	\$0.00	6/23/08 D.I. 18989
8/4/08 D.I. 19222 (9 th Quarterly)	1/1/08-3/31/08	\$2,834,348.75	\$436,062.97	\$2,815,254.75	\$432,017.97	\$0.00	10/1/08 D.I. 19663
10/2/08 D.I. 19694 (10 th Quarterly)	4/1/08-6/30/08	\$1,060,594.00	\$96,239.02	\$1,060,241.50	\$96,109.01	\$0.00	12/7/08 D.I. 20283
11/25/08 D.I. 20136 (11 th Quarterly)	7/1/08-9/30/08	\$1,205,058.75	\$69,698.64	\$1,205,058.75	\$69,589.08	\$0.00	4/2/09 D.I. 21173
4/13/09 D.I. 21255 (12 th Quarterly)	10/1/08-12/31/08	\$1,133,553.25	\$95,017.93	\$1,133,333.25	\$94,922.93	\$0.00	7/7/09 D.I. 22354
6/25/09 D.I. 22253 (13 th Quarterly)	1/1/09-3/31/09	\$1,497,820.75	\$56,151.13	\$1,495,903.25	\$56,047.01	\$0.00	9/28/09 D.I. 23352
9/15/09 D.I. 23243 (14 th Quarterly)	4/1/09-6/30/09	\$1,300,578.75	\$44,857.50	\$1,295,685.75	\$44,857.50	\$0.00	12/11/09 D.I. 23996
11/20/09 D.I. 23807 (15 th Quarterly)	7/1/09-9/30/09	\$1,674,330.00	\$57,526.76	\$1,674,330.00	\$57,172.92	\$0.00	3/19/10 D.I. 24470
3/2/10 D.I. 24397 (16 th Quarterly)	10/1/09-12/31/09	\$1,091,059.75	\$45,541.09	\$1,091,059.75	\$45,541.09	\$0.00	6/7/10 D.I. 24917
3/3/09 D.I. 20904 (17 th Quarterly)	1/1/10-3/31/10	\$949,778.00	\$30,135.35	\$948,928.00	\$29,968.35	\$0.00	9/13/10 D.I. 25397
11/8/10 D.I. 25720 (18 th Quarterly)	4/1/10-6/30/10	\$640,112.00	\$13,586.57	\$640,112.00	\$13,586.57	\$0.00	12/10/10 D.I. 25905
1/14/11 D.I. 26076 (19 th Quarterly)	7/1/10-9/30/10	\$321,026.50	\$4,390.47	\$321,026.50	\$4,390.47	\$0.00	3/24/11 D.I. 26623

Application		Requested Fees and Expenses		Approved/Paid Fees and Expenses as of May 9, 2014		Amounts Outstanding	Approval Order
Dated Filed (DI No.)	Period Covered	Requested Fees	Requested Expenses	Approved/ Paid Fees	Approved/ Paid Expenses	Fees/ Expenses	Dated Filed (DI No.)
3/25/11 D.I. 26635 (20 th Quarterly)	10/1/10-12/31/10	\$303,224.75	\$3,984.67	\$302,144.75	\$3,953.67	\$0.00	6/30/11 D.I. 27188
5/17/11 D.I. 26946 (21 st Quarterly)	1/1/11-3/31/11	\$480,156.25	\$14,901.02	\$480,156.25	\$14,626.02	\$0.00	9/20/11 D.I. 27622
8/16/11 D.I. 27440 (22 nd Quarterly)	4/1/11-6/30/11	\$711,762.00	\$6,450.32	\$711,762.00	\$6,450.32	\$0.00	12/14/11 D.I. 28150
1/13/12 D.I. 28355 (23 rd Quarterly)	7/1/11-9/30/11	\$486,275.25	\$7,381.60	\$486,275.25	\$7,227.60	\$0.00	3/23/12 D.I. 28705
3/27/12 D.I. 28724 (24 th Quarterly)	10/1/11-12/31/11	\$202,189.50	\$2,772.72	\$201,122.00	\$2,685.72	\$0.00	6/14/12 D.I. 29054
5/22/12 D.I. 28952 (25 th Quarterly)	1/1/12-3/31/12	\$462,548.25	\$7,444.37	\$462,548.25	\$7,444.37	\$0.00	10/9/12 D.I. 29746
9/14/12 D.I. 29626 (26 th Quarterly)	4/1/12-6/30/12	\$433,129.75	\$5,928.97	\$433,048.75	\$5,718.97	\$0.00	12/11/12 D.I. 30036
11/21/12 D.I. 29923 (27 th Quarterly)	7/1/12-9/30/12	\$553,578.25	\$6,165.47	\$553,578.25	\$6,113.97	\$0.00	3/27/13 D.I. 30440
4/4/13 D.I. 30476 (28 th Quarterly)	10/1/12-12/31/12	\$382,951.50	\$4,642.92	\$382,951.50	\$3,983.65	\$0.00	7/31/13 D.I. 30907
8/30/13 D.I. 31044 (29 th Quarterly)	1/1/13-3/31/13	\$293,944.50	\$632.05	\$293,944.50	\$632.05	\$0.00	9/24/13 D.I. 31158
9/13/13 D.I. 31128 (30 th Quarterly)	4/1/13-5/14/13	\$151,218.00	\$2,735.14	\$151,218.00	\$2,735.14	\$0.00	12/17/13 D.I. 31482

Application		Requested Fees and Expenses		Approved/Paid Fees and Expenses as of May 9, 2014		Amounts Outstanding	Approval Order
Dated Filed (DI No.)	Period Covered	Requested Fees	Requested Expenses	Approved/ Paid Fees	Approved/ Paid Expenses	Fees/ Expenses	Dated Filed (DI No.)
Bankruptcy Co-Counsel to Roger Frankel, Successor FCR							
9/13/13 D.I. 31129 (1 st Quarterly)	5/15/13- 6/30/13	\$137,865.00	\$4,909.25	\$137,865.00	\$4,909.25	\$0.00	12/17/13 D.I. 31482
12/5/13 D.I. 31435 (2 nd Quarterly)	7/1/13- 9/30/13	\$138,571.50	\$3,814.21	\$138,571.50	\$3,814.21	\$0.00	3/31/14 D.I. 31963
3/14/14 D.I. 31861 (3 rd Quarterly)	10/1/13- 12/31/13	\$334,783.50	\$7,959.95	\$267,826.80 (80% fees paid – approval pending)	\$7,959.95 (100% expenses paid – approval ending)	\$66,956.70 (20% holdback on fees – approval pending)	Set for hearing on May 28, 2014
To Be Considered with this Final Fee Application (4 th Quarterly)	1/1/14- 2/3/14	\$196,364.25	\$9,728.20	\$157,091.40 (80% fees paid – approval pending)	\$9,728.20 (100% expenses paid – approval pending)	\$39,272.85 (20% holdback on fees – approval pending)	Set for hearing on October 14, 2014
TOTAL		\$27,055,579.00	\$2,193,737.21	\$26,898,226.95 (approval pending)	\$2,168,891.33 (approval pending)	\$106,229.55 (fees) \$0.00 (expenses)	--

A. Fourth Quarterly Period

13. Below is a summary of the monthly fee applications filed by Orrick for the Fourth Quarterly Period, a summary of time expended by Orrick during the Fourth Quarterly Period, as well as a summary of fees incurred by project category and a summary of the reasonable and necessary out-of-pocket expenses incurred by Orrick during the Fourth Quarterly Period.

MONTHLY FEE APPLICATION FILED FOR FOURTH QUARTERLY PERIOD

Date Filed (DI No.)	Period Covered	Requested Fees (100%)	Requested Expenses (100%)	Fees Paid	Expenses Paid	CNO Filed (DI No.)
2/25/14 D.I. 31860	1/1/14-2/3/14	\$196,364.25	\$9,728.20	\$157,091.40 (80% fees paid – approval pending)	\$9,728.20 (100% expenses paid – approval pending)	4/8/14 D.I. 31992
TOTAL:	1/1/14-2/3/14	\$196,364.25	\$9,728.20	\$157,091.40	\$9,728.20	--

**SUMMARY OF TIME EXPENDED BY
PROFESSIONAL DURING FOURTH QUARTERLY PERIOD**

Name of Professional	Position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Richard Smith	Partner, M&A and Private Equity 1983	\$905	4.40	\$3,982.00
Richard H. Wyron	Partner, Restructuring 1979	\$875	48.70	\$40,381.25
Of Counsel				
Peri Mahaley	Of Counsel, Insurance 1979	\$695	15.30	\$10,633.50
Mary Wallace	Of Counsel, Restructuring 1989	\$765	29.70	\$22,720.50
Associates				
Debra L. Felder	Associate, Restructuring 2002	\$685	156.90	\$101,654.00
Paraprofessionals				
Bryan J. Coffey	Analyst	\$290	.50	\$145.00
Debra Fullem	Bankruptcy Specialist	\$285	58.20	\$16,587.00
Laura Lukasik	Paralegal	\$90	2.90	\$261.00
TOTAL:			316.60	\$196,364.25
Blended Rate: \$620.23				

**SUMMARY OF COMPENSATION BY
PROJECT CATEGORY DURING FOURTH QUARTERLY PERIOD**

Project Category	Hours Billed	Total Fees Requested
Compensation of Professionals - Orrick	10.50	\$3,609.50
Compensation of Professionals - Other	23.10	\$7,315.00
Insurance	14.70	\$10,170.50
Litigation	168.90	\$119,430.00
Plan and Disclosure Statement	34.90	\$26,930.50
Retention of Professionals - Orrick	6.80	\$2,989.00
Retention of Professionals - Other	35.60	\$17,866.00
Travel (Non-Working)	22.10	\$8,053.75
TOTAL:	316.60	\$196,364.25

SUMMARY OF EXPENSES INCURRED DURING FOURTH QUARTERLY PERIOD

Expense Category	Total
Duplicating (Color)	\$187.70
Duplicating (B/W)	\$3,061.78
Express Delivery	\$43.90
Meals	\$152.51
Pacer	\$642.90
Parking	\$140.00
Postage	\$797.80
Taxi	\$218.05
Travel – Air & Train	\$3,574.20
Travel – Hotel	\$903.76
Travel – Mileage	\$5.60
TOTAL:	\$9,728.20

B. Final Fee Period

14. Below is a summary of time expended by Orrick during the Final Fee Period, as well as a summary of fees incurred by project category and a summary of the reasonable and necessary out-of-pocket expenses incurred by Orrick during the Final Fee Period.

**SUMMARY OF TIME EXPENDED BY
PROFESSIONAL DURING FINAL FEE PERIOD**

Name of Professional	Position, Practice Area, Year of Admission	Hourly Billing Rate	Total Billed Hours	Total Compensation
John Ansbro	Partner, Litigation 1995	\$570 \$625 \$690	23.00 1,866.40 628.00	\$13,110.00 \$1,133,968.75 \$407,169.00
Alan Benjamin	Partner, Banking & Finance 1977	\$750	9.60	\$7,200.00
William Berry	Partner, Compensation & Benefits 1972	\$620 \$760	13.70 0.30	\$8,494.00 \$228.00
Grady Bolding	Partner, Tax 1977	\$750	10.10	\$7,575.00
John P. Cook	Partner, M&A and Private Equity 1996	\$680	0.80	\$544.00
Brett Cooper	Partner, Capital Markets 1995	\$680	0.10	\$68.00
Peter J. Connors	Partner, Tax 1976	\$895	6.90	\$6,175.50
Stephen G. Foresta	Partner, Insurance 1987	\$675 \$825	24.10 64.70	\$16,267.50 \$53,377.50
Roger Frankel	Partner, Restructuring 1971	\$725 \$770 \$875 \$945 \$985 \$995	620.20 716.50 1,420.60 1,312.10 1,565.10 1,122.30	\$440,836.25 \$540,578.50 \$1,203,912.50 \$1,213,758.00 \$1,519,313.25 \$1,102,559.50
Adam W. Goldberg	Partner, Litigation 1994	\$570	3.60	\$2,052.00

Name of Professional	Position, Practice Area, Year of Admission	Hourly Billing Rate	Total Billed Hours	Total Compensation
Jonathan P. Guy	Partner, Litigation 1993	\$605	109.30	\$66,126.50
		\$650	77.00	\$50,050.00
		\$720	54.20	\$39,024.00
		\$755	910.20	\$675,687.25
		\$810	22.10	\$16,483.50
Barbara M. Lange	Partner, Corporate & Securities 1994	\$575	10.30	\$5,922.50
Robert F. Lawrence	Partner, Energy & Infrastructure 1983	\$600	7.10	\$4,260.00
		\$650	35.80	\$23,270.00
		\$715	28.70	\$20,520.50
		\$750	8.60	\$6,450.00
Raymond G. Mullady, Jr.	Partner, Litigation 1983	\$635	95.90	\$60,896.50
		\$660	252.80	\$166,848.00
		\$695	1,197.70	\$813,173.75
		\$710	560.00	\$387,979.50
		\$745	0.30	\$223.50
Jay K. Musoff	Partner, Litigation 1993	\$625	12.70	\$7,937.50
		\$720	0.30	\$216.00
John Narducci	Partner, Tax 1998	\$775	0.20	\$155.00
		\$810	0.20	\$162.00
Mark J. Plumer	Partner, Insurance 1986	\$795	18.90	\$15,025.50
		\$835	3.80	\$3,173.00
Garret G. Rasmussen	Partner, Antitrust & Competition 1974	\$645	219.70	\$141,706.50
		\$700	381.70	\$267,190.00
		\$800	254.80	\$202,960.00
Jeannie Shin	Partner, M&A and Private Equity 1999	\$715	21.20	\$15,158.00
Richard V. Smith	Partner, M&A and Private Equity 1983	\$775	192.40	\$135,431.25
		\$815	38.80	\$31,622.00
		\$850	5.30	\$4,505.00
		\$875	24.90	\$21,787.50
		\$905	4.40	\$3,982.00
Scott A. Stengel	Partner, Restructuring 1996	\$690	67.90	\$46,851.00
Michael T. Stolper	Partner, Insurance 1993	\$585	12.00	\$7,020.00

Name of Professional	Position, Practice Area, Year of Admission	Hourly Billing Rate	Total Billed Hours	Total Compensation
Christopher Vejnoska	Partner, Mass Torts & Product Liability 1980	\$665	2.60	\$1,703.00
Eric C. Wall	Partner, Tax 2002	\$695	2.20	\$1,529.00
Richard H. Wyron	Partner, Restructuring 1979	\$645 \$700 \$775 \$815 \$850 \$875	514.10 346.30 1,146.00 1,361.40 1,386.90 1,068.70	\$326,337.75 \$238,035.00 \$863,195.00 \$1,089,125.25 \$1,161,015.00 \$920,762.50
Counsel				
Monique D. Almy	Of Counsel, Restructuring 1987	\$525	11.40	\$5,985.00
Wendy Curtis	Special Counsel, Litigation 1998	\$450	0.60	\$270.00
Jeffrey D. Hermann	Of Counsel, Restructuring 1977	\$570 \$605	5.50 2.20	\$3,135.00 \$1,331.00
Peri Mahaley	Of Counsel, Insurance 1979	\$575 \$605 \$650 \$665 \$695	163.10 1,704.60 778.90 58.90 15.30	\$93,782.50 \$1,018,033.50 \$504,335.00 \$39,168.50 \$10,633.50
Dora Mao	Senior Counsel, Structured Finance 1987	\$635	0.30	\$190.50
Clayton S. Reynolds	Senior Counsel, Tax 1979	\$700 \$800 \$840	49.40 56.80 13.80	\$34,580.00 \$45,440.00 \$11,592.00
Mary A. Wallace	Contract Attorney, Restructuring 1989	\$500 \$550 \$620 \$650 \$675 \$710 \$740 \$765	25.70 261.80 534.80 140.20 0.30 31.70 56.00 29.70	\$12,850.00 \$143,990.00 \$324,477.00 \$91,130.00 \$202.50 \$22,507.00 \$41,440.00 \$22,720.50

Name of Professional	Position, Practice Area, Year of Admission	Hourly Billing Rate	Total Billed Hours	Total Compensation
Associates				
Justin Bagdady	Summer Associate	\$270	11.20	\$3,024.00
Christopher Britt	Associate, Litigation 2007	\$235 \$270 \$340	56.50 38.40 14.60	\$13,277.50 \$10,368.00 \$4,964.00
James Burke	Associate, Litigation 2008	\$285 \$360 \$445 \$530 \$550	188.30 612.10 121.40 63.60 33.00	\$53,665.50 \$220,356.00 \$54,023.00 \$33,708.00 \$18,150.00
Matthew W. Cheney	Associate, Restructuring 1997	\$490	68.10	\$33,369.00
Charity R. Clark	Associate, Restructuring 2005	\$440 \$470	169.60 13.00	\$74,624.00 \$6,110.00
Stephanie M. Cowles	Associate, Litigation 2008	\$270 \$340	99.70 44.80	\$26,919.00 \$15,232.00
Jordan Coyle	Associate, Intellectual Property 2008	\$250	1.70	\$425.00
Joshua M. Cutler	Associate, Litigation 2003	\$430 \$465 \$500 \$555	115.70 165.60 276.80 157.70	\$47,601.00 \$77,004.00 \$131,425.00 \$87,523.50
Alyssa D. Englund	Associate, Restructuring 2001	\$560	5.50	\$3,080.00
Debra L. Felder	Associate, Restructuring 2002	\$405 \$430 \$465 \$490 \$530 \$560 \$590 \$645 \$650 \$685	591.20 496.50 1,403.40 443.10 806.70 296.30 752.50 993.00 937.80 156.90	\$237,633.75 \$212,957.50 \$645,257.25 \$213,689.00 \$420,475.50 \$165,928.00 \$443,975.00 \$634,680.00 \$608,107.50 \$101,654.00
Zachary Finley	Associate, Banking & Finance 2003	\$540 \$570 \$600 \$645	161.80 63.20 160.40 1.20	\$78,219.00 \$36,024.00 \$96,240.00 \$774.00

Name of Professional	Position, Practice Area, Year of Admission	Hourly Billing Rate	Total Billed Hours	Total Compensation
Alexandra G. Freidberg	Associate, Environmental 2007	\$270 \$340	83.00 16.50	\$22,410.00 \$5,610.00
Elizabeth Han	Summer Associate	\$270	11.80	\$3,186.00
Dao Huynh	Associate, Restructuring 2009	\$330	34.10	\$11,253.00
Aaron F. Jennings	Summer Associate	\$360	68.40	\$24,624.00
Nicole M. Jones	Associate, Litigation 2006	\$270 \$355 \$400	141.00 86.20 75.40	\$38,070.00 \$30,601.00 \$30,160.00
Antony P. Kim	Associate, Antitrust & Competition 2003	\$375 \$430 \$465 \$500 \$555	3.30 67.90 436.20 495.50 3.70	\$1,237.50 \$29,197.00 \$202,833.00 \$244,750.00 \$2,053.50
Daniel Knepper	Associate, Energy & Infrastructure 2006	\$270	2.10	\$567.00
Jerome Ku	Associate, Corporate 2002	\$510	5.30	\$2,703.00
Erin Langley	Summer Associate	\$270	15.90	\$4,293.00
Stephen Lessard	Associate, Tax 2008	\$270 \$575	22.80 2.40	\$6,156.00 \$1,380.00
David Lin	Associate, Banking & Finance 2008	\$320	4.30	\$1,376.00
Katherine E. Maco	Associate, Securities Litigation & Regulatory Enforcement	\$270 \$340	197.70 243.00	\$53,379.00 \$82,620.00
Inessa M. Mirkin	Associate, Litigation 2009	\$355	46.00	\$16,330.00
Laura Muldoon	Associate, Litigation 2008	\$250	4.10	\$1,025.00
Kimberly Neureiter	Associate, Restructuring 2002	\$375	116.20	\$43,575.00
Christopher O'Connell	Associate, Litigation 2003	\$390 \$430 \$470	18.70 191.50 269.30	\$7,293.00 \$82,345.00 \$126,571.00

Name of Professional	Position, Practice Area, Year of Admission	Hourly Billing Rate	Total Billed Hours	Total Compensation
Kathleen A. Orr	Associate, Litigation 2001	\$560 \$620 \$645	42.80 644.90 3.20	\$23,968.00 \$399,838.00 \$2,064.00
John Pitts	Associate, Litigation 2008	\$235 \$270 \$340	7.30 47.20 224.40	\$1,715.50 \$12,744.00 \$75,786.00
Jonas Robison	Associate, Corporate, 2010	\$375	5.40	\$2,025.00
Courtney M. Rogers	Associate, Restructuring 2006	\$270 \$355 \$400	22.10 10.10 52.20	\$5,967.00 \$3,585.50 \$20,880.00
Donald Snead	Associate, Corporate 2007	\$320 \$400	4.50 5.50	\$1,440.00 \$2,200.00
Emily S. Somers	Associate, Litigation 2006	\$270 \$355 \$400	170.60 482.90 156.00	\$44,307.00 \$168,429.75 \$62,400.00
Evgenia Sorokina	Associate, Corporate 2003	\$270	2.50	\$675.00
Katherine S. Thomas	Associate, Restructuring 2004	\$325 \$365 \$390 \$430 \$470 \$500 \$525	92.40 17.40 27.10 165.40 264.20 34.00 4.60	\$30,030.00 \$6,525.00 \$10,569.00 \$71,122.00 \$124,174.00 \$17,000.00 \$2,415.00
Shannon Dawn Venegas	Associate, Litigation 2004	\$325 \$375 \$390	98.00 196.50 126.70	\$31,850.00 \$73,687.50 \$48,633.00
Annie L. Weiss	Associate, Litigation, 2004	\$375 \$390 \$430 \$470	58.50 310.70 317.40 288.00	\$21,937.50 \$120,198.00 \$136,482.00 \$132,093.50
Catharine L. Zurbrugg	Associate, Litigation 2005	\$355 \$390 \$440	702.90 198.80 166.60	\$243,707.50 \$77,532.00 \$71,764.00
Paraprofessionals				
William Addo	Research Specialist	\$205 \$220	2.70 1.30	\$553.50 \$286.00

Name of Professional	Position, Practice Area, Year of Admission	Hourly Billing Rate	Total Billed Hours	Total Compensation
Rachael M. Barainca	Legal Assistant	\$140 \$150 \$160	530.90 633.00 119.30	\$74,326.00 \$94,950.00 \$19,088.00
Carrie Barclay	Research Specialist	\$230	0.30	\$69.00
Caren Bieberman	Librarian	\$195 \$205	3.30 0.50	\$643.50 \$102.50
James Cangialosi	Legal Assistant	\$220 \$235 \$260	1.50 350.50 483.50	\$330.00 \$81,780.00 \$123,370.00
Bryan J. Coffey	Analyst	\$290	0.50	\$145.00
Aaron Cohen	Paralegal	\$160 \$170	2.50 0.50	\$400.00 \$85.00
Stephen Cruzado	Paralegal	\$220 \$230 \$240	7.00 136.40 26.00	\$1,540.00 \$31,372.00 \$6,240.00
Alan Dubin	Project Technology	\$195 \$205	5.50 3.90	\$1,072.50 \$799.50
Yonatan Even	Paralegal	\$200	14.30	\$2,860.00
Debra O. Fullem	Bankruptcy Research Specialist	\$210 \$225 \$245 \$255 \$265 \$270 \$285	254.60 164.10 418.60 306.30 403.80 528.80 58.20	\$53,466.00 \$36,922.50 \$102,557.00 \$78,106.50 \$107,007.00 \$142,776.00 \$16,587.00
Aurora Hamilton	Paralegal	\$190 \$200 \$220	14.10 20.00 1.50	\$2,679.00 \$4,000.00 \$330.00
Saira Hosein	Legal Assistant	\$205 \$230	5.50 3.00	\$1,127.50 \$690.00
Timothy J. Hoye	Practice Support Project Coordinator	\$195 \$210	105.50 63.20	\$20,572.50 \$13,272.00
Dmitry Iofe	Project Technology	\$180 \$190 \$205	6.00 11.50 1.00	\$1,080.00 \$2,185.00 \$205.00
Thomas Kim	Legal Assistant	\$180 \$195	10.50 34.00	\$1,890.00 \$6,630.00
Karen Jewell	Legal Assistant	\$150	11.30	\$1,695.00
Edward Lafayette	Legal Assistant	\$145	30.00	\$4,350.00
Loc Q. Le	Paralegal	\$170	5.80	\$986.00
Laura Lukasik	Paralegal	\$90	9.00	\$810.00

Name of Professional	Position, Practice Area, Year of Admission	Hourly Billing Rate	Total Billed Hours	Total Compensation
Jennifer McClune	Librarian	\$185	5.50	\$1,017.50
Frances McKeown	Research Specialist	\$220	1.00	\$220.00
Melanie Merchant	Paralegal	\$160	2.50	\$400.00
John Mora	Litigation Support Manager	\$230 \$240	0.30 2.40	\$69.00 \$576.00
Risa Mulligan	Librarian	\$150 \$170 \$180	0.20 23.20 16.00	\$30.00 \$3,944.00 \$2,880.00
Patricia Parker	Trial Technologist	\$205	20.10	\$4,120.50
Linda Pietrofere	Senior Legal Assistant	\$230	31.50	\$7,245.00
Thomas Ryan	Trial Technologist	\$205	285.50	\$55,862.50
Kirt Suomela	Scientific Advisor	\$275 \$290 \$305	33.30 110.80 4.50	\$9,157.50 \$32,132.00 \$1,372.50
Aaron R. Thorp	Practice Support Project Coordinator	\$195 \$210 \$220	34.40 15.60 19.00	\$6,708.00 \$3,276.00 \$4,180.00
Michael Timpani	Librarian	\$195	0.50	\$97.50
Elizabeth Y. Walker	Senior Legal Assistant	\$240	30.50	\$7,320.00
Logan B. West	Legal Assistant	\$85 \$90	125.80 21.50	\$10,693.00 \$1,935.00
Gerald Willey	Senior Legal Assistant	\$300	2.50	\$750.00

Name of Professional	Position, Practice Area, Year of Admission	Hourly Billing Rate	Total Billed Hours	Total Compensation
Sub-Total:	--	--	46,517.20	\$27,076,209.25 ³
Agreed Reductions:	--	--	--	(-\$51,122.50) ⁴
Orrick Write Offs:	--	--	--	(-\$20,630.25) ⁵
TOTAL FEES REQUESTED IN THIS FINAL FEE APPLICATION:	--	--	--	\$27,004,456.50
Blended Rate (excludes paralegal and other paraprofessional time):	\$632.19			

³ The data in this chart includes all hours billed and fees incurred by Orrick during the Final Fee Period as compiled by Orrick's accounting department and does not account for certain reductions and write offs agreed to by Orrick during these Chapter 11 Cases.

⁴ In connection with Orrick's request for Court approval of its quarterly fee applications, Orrick agreed to reduce its fees in the aggregate amount of \$51,122.50, which reductions were approved by the Court. [Dkt. Nos. 16105, 17629, 19663, 20283, 22354, 23352, 23996, 25397, 27188, 29054, 30036]. Orrick is not seeking reimbursement from the Debtors' estates for this amount.

⁵ Due to mathematical and clerical errors in certain of its monthly and quarterly fee applications from 2006 and 2007, Orrick did not seek reimbursement from the Debtors' estates for a total of \$20,630.25 in fees that it billed for work performed for the Former FCR. Orrick has treated these fees as a write-off (in addition to those fees and expenses it wrote off before being billed) and is not seeking reimbursement for such fees in this Final Fee Application.

**SUMMARY OF COMPENSATION BY
PROJECT CATEGORY DURING FINAL FEE PERIOD**

Project Category	Hours Billed	Fees Requested
Case Administration	358.10	\$60,725.00
Due Diligence	252.50	\$182,065.00
Compensation of Professionals – Orrick	1,603.50	\$525,081.50
Compensation of Professionals – Other	951.30	\$250,898.00
Insurance	3,729.00	\$2,329,625.50
Litigation	31,591.50	\$18,966,449.50
Plan and Disclosure Statement	5,872.70	\$3,825,419.00
Retention of Professionals – Orrick	276.00	\$110,961.50
Retention of Professionals – Other	353.40	\$188,338.50
Travel (Non-Working)	1,258.90	\$430,245.25
Trust Distribution Procedures	270.30	\$206,400.50
Sub-Total:	46,517.20	\$27,076,209.25 ⁶
Agreed Reductions:	--	(\$51,122.50) ⁷
Orrick Write Offs:	--	(\$20,630.25) ⁸
TOTAL FEES REQUESTED IN FINAL FEE APPLICATION:	--	\$27,004,456.50

⁶ The data in this chart includes all hours billed and fees incurred by Orrick during the Final Fee Period as compiled by Orrick's accounting department and does not account for certain reductions and write offs agreed to by Orrick during these Chapter 11 Cases.

⁷ In connection with Orrick's request for Court approval of its quarterly fee applications, Orrick agreed to reduce its fees in the aggregate amount of \$51,122.50, which reductions were approved by the Court. [Dkt. Nos. 16105, 17629, 19663, 20283, 22354, 23352, 23996, 25397, 27188, 29054, 30036]. Orrick is not seeking reimbursement from the Debtors' estates for this amount.

⁸ Due to mathematical and clerical errors in certain of its monthly and quarterly fee applications from 2006 and 2007, Orrick did not seek reimbursement from the Debtors' estates for a total of \$20,630.25 in fees that it billed for work performed for the Former FCR. Orrick has treated these fees as a write-off (in addition to those fees and expenses it wrote off before being billed) and is not seeking reimbursement for such fees in this Final Fee Application.

SUMMARY OF EXPENSES INCURRED DURING FINAL FEE PERIOD

Expense Category	Expenses Requested
Brinks	\$92.66
Capitol District Services	\$767.82
Color Copies	\$1,043.75
CourtCall	\$29,685.55
Court Filing Fees	\$45.00
Court Messenger Services	\$85.00
Court Reporting Services	\$32,475.43
Court and Deposition Transcripts	\$9,405.20
Desksite Services for Presentations	\$720.00
Document Technologies Inc.	\$29,067.37
Duplicating/Facsimile	\$170,400.15
Equipment Rental/Purchases Estimation Hearing	\$12,158.31
Experts	\$955,315.93
Litigation Support Services	\$7,324.21
Meals	\$36,448.56
Pacer	\$35,970.81
Parcels Document Retrieval Services	\$1,515.55
Parking	\$5,819.99
Postage/US Postal and Express Mail	\$71,913.60
Staff Overtime	\$3,029.03
Subpoena Service	\$200.00
Telephone	\$6,009.06
Travel – Agent Fees	\$74.00
Travel – Air	\$203,597.33
Travel – Hotel	\$97,548.07
Travel – Mileage	\$4,302.88
Travel – Taxi and Tolls	\$21,448.75
Travel – Train	\$78,097.51
Westlaw/Lexis Research	\$344,639.90
Williams Lee Document Services	\$34,535.79
Sub-Total:	\$2,193,737.21
Agreed Reductions:	(\$24,845.88)⁹
TOTAL EXPENSES REQUESTED IN FINAL FEE APPLICATION	\$2,168,891.33

⁹ In connection with Orrick's request for Court approval of its quarterly fee applications, Orrick agreed to reduce its expenses in the aggregate amount of \$24,845.88, which reductions were approved by the Court. [Dkt. Nos. 16105, 16916, 18270, 18989, 19663, 20283, 21173, 22354, 23352, 24470, 25397, 27188, 27622, 28705, 29054, 30036, 30440, 30907]. Orrick is not seeking reimbursement from the Debtors' estates for this amount.

15. As set forth in Orrick's monthly and quarterly fee applications, in accordance with the factors enumerated in 11 U.S.C. § 330, approval of the fees requested for the Final Fee Period is fair and reasonable given (a) the complexity of the case, (b) the time expended by Orrick on behalf of the Former and Successor FCRs, (c) the nature and extent of the services rendered, (d) the value of such services to the Former and Successor FCRs, and to the Debtors and their estates in consummating the Plan, and (e) the costs of comparable services other than in a case under this title. In addition, the out-of-pocket expenses for which reimbursement is sought were actual, reasonable, and necessary costs incurred by Orrick while providing services to the Former and Successor FCRs in connection with these Chapter 11 Cases.

16. Pursuant to Bankruptcy Rule 2016(b), Orrick has not shared and has not agreed to share any compensation it has received with another party or person. Except with respect to amounts allowed by the Court as compensation for fees and reimbursement of expenses for Roger Frankel's services as the Successor FCR from May 16, 2013 through January 15, 2014, which were paid to Orrick, Orrick has not shared and has not agreed to share any compensation another person or party has received or may receive in connection with these Chapter 11 Cases.

Review of Applicable Local Rule

17. The undersigned has reviewed the requirements of Local Rule 2016-2 and certifies to the best of her information, knowledge and belief that this Final Fee Application substantially complies with Rule 2016-2.

Notice

18. Notice of this Final Fee Application has been served upon the notice parties as specified in the Administrative Order. Orrick submits that no other or further notice is required.

No Prior Request

19. Other than the quarterly and monthly fee applications filed by Orrick in these Chapter 11 Cases, no previous application in respect of the relief requested herein has been made to this or any other Court.

WHEREFORE, for all the foregoing reasons, Orrick respectfully requests that this Court enter an order, substantially in the form attached hereto as **Exhibit A**, as follows:

- (i) awarding Orrick final compensation for services rendered and expenses incurred in connection Orrick's service as bankruptcy co-counsel to the Former and Successor FCRs in these Chapter 11 Cases from February 6, 2006 through February 3, 2014, in the amount of \$27,004,456.50 in fees and \$2,168,891.33 in expenses, for a total award of \$29,173,347.83; and
- (ii) granting such other relief as this Court deems is just and proper.

Respectfully submitted,

ORRICK, HERRINGTON & SUTCLIFFE LLP

By: /s/ DEBRA L. FELDER

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*Bankruptcy Co-Counsel to David T. Austern, Former
Asbestos PI Future Claimants' Representative, and
Roger Frankel, Successor Asbestos PI Future Claimants'
Representative*

Dated: May 12, 2014